

NOTICE TO FOREIGN CORPORATIONS

Welcome to Virginia. Please take a few minutes to read the information below, which describes several statutory provisions applicable to corporations.

Corporate name: The certificate of authority shows the exact name of the corporation as set forth in its articles of incorporation, as amended, or, in the case of a foreign corporation that was required to designate a name for use in Virginia, the designated name followed by the corporation's exact name in parentheses. If the corporation intends to conduct business in Virginia under a name other than its exact name, it must make the required filings under Virginia's fictitious name statutes. See § 59.1-69 *et seq.* of the Code of Virginia.

Registered agent and registered office: Each foreign corporation is required to maintain in Virginia a registered office at which its registered agent may be found during normal business hours to receive service of process, notice or demand that is required or permitted by law to be served on the corporation. See §§ 13.1-763 and 13.1-766 of the Code of Virginia for stock corporations and §§ 13.1-925 and 13.1-928 of the Code for nonstock corporations. *Court papers served on and notices mailed or delivered to the registered agent at the registered office address are deemed to have been received by the corporation as a matter of law.*

The corporation may change its registered agent or registered office address at any time. Such change can be accomplished only by filing form SCC635/834, a pre-printed form that must be obtained from the Clerk's Office of the Commission. The corporation must promptly file form SCC635/834 if its registered agent (i) moves his business office, (ii) resigns or dies, (iii) ceases to be an officer or director of the corporation (unless he is a member of the Virginia State Bar), or (iv) is a business entity that has its existence terminated or its authority to transact business in Virginia canceled or revoked.

Annual reports and annual registration fees: Each year after the year of incorporation, the corporation is required to file its annual report with and deliver its annual registration fee payment to the Commission by the last day of the month in which it was authorized to transact business in Virginia ("due date"). The fee, which is assessed as of the first day of the second month preceding the month the corporation was authorized to transact business in Virginia, is based on the number of shares of stock that the corporation is authorized to issue, as stated in the articles of incorporation, as amended, on file with the Commission. The annual registration fee for nonstock corporations is \$25.00. The annual report form and annual registration fee assessment are mailed to the corporation's Virginia registered agent at the registered office address approximately 2 ½ months before the due date each year. The Commission must receive the corporation's annual report and annual registration fee payment on or before the due date. *Postmarks are not considered.*

If the registration fee payment is not received by the due date, a penalty is imposed equal to 10% of the fee (but not less than \$10.00). If the annual report is not filed or the annual registration fee is not paid by the last day of the fourth month after the due date, the corporation's authority to transact business in Virginia will be automatically revoked by operation of law. See §§ 13.1-768, 13.1-775 and 13.1-775.1 of the Code of Virginia for stock corporations and §§ 13.1-930, 13.1-936 and 13.1-936.1 of the Code for nonstock corporations.

Amendments, mergers, domestications and entity conversions: A foreign corporation that files an amendment or merger or instrument of domestication or entity conversion in its home jurisdiction must file an authenticated copy of the document with the Clerk's Office of the Commission within 30 days after the document's effective date. The copy of the document must be duly certified or otherwise authenticated by the Secretary of State or other official having custody of the corporate records in the state or country under whose law the corporation is incorporated. If an amendment, merger or domestication changes the name of the corporation or the state or country of incorporation, the authenticated document must be accompanied by form [SCC760/922](#). If an amendment, merger or domestication increases the number of authorized shares, an additional entrance fee may be due. Contact the Clerk's Office for a fee quote. See §§ 13.1-760 and 13.1-766.1 of the Code of Virginia for stock corporations and §§ 13.1-922 and 13.1-928.1 of the Code for nonstock corporations.

Voluntary withdrawal: A foreign corporation may voluntarily surrender its certificate of authority to transact business in Virginia by filing form SCC767/929, an Application for a Certificate of Withdrawal, with the Clerk's Office of the Commission. See § 13.1-767 of the Code of Virginia for stock corporations and § 13.1-929 of the Code for nonstock corporations. If withdrawal is completed before the annual report due date of any year, the annual registration fee assessed for the year will be canceled. If withdrawal is not completed before the due date, the fee must be paid. See § 13.1-615 of the Code of Virginia for stock corporations and § 13.1-815 of the Code for nonstock corporations.

For forms or more information: Contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia at (866) 722-2551, or visit our web site at www.scc.virginia.gov/division/clk/index.htm.